

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD
NOVEMBER 16, 2023**

A special meeting of the Board of Directors of the District, County of Adams (referred to hereafter as the “**Board**”) was convened on Thursday, November 16, 2023 at 2:23 p.m. virtually via Zoom. The meeting was open to the public.

Directors in Attendance Were:

Matt Hopper
Michael Sheldon
Carla Ferreira

The absence of Director Shearon was excused.

Also in Attendance Were:

Denise Denslow, Jason Carroll and Jenna Trujillo; CliftonLarsonAllen LLP (“**CLA**”)
MaryAnn McGeady, Esq. and Jon Hoistad, Esq.; McGeady Becher P.C.
Cristina Madrigal; Timberline District Consulting, LLC (“**Timberline**”)
Dr. William Westmoreland; The Aurora Highlands Metropolitan District
No. 1

**ADMINISTRATIVE
MATTERS**

Disclosure of Potential Conflicts of Interest: Attorney McGeady discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted that the disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors. No new conflicts were disclosed.

Quorum/Confirmation of Meeting Location/Posting of Notice: Director Hopper confirmed a quorum for the special meeting. The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District’s Board meeting. Following discussion, upon motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board determined that because there was not a suitable or convenient location within the District boundaries to conduct this meeting it was determined to conduct this meeting virtually via Zoom. The Board further noted that notice providing the time, date and audio / video conference access for the meeting was duly posted and

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that no objections, or any requests that the means of hosting the meeting be changed by taxpaying electors within the District's boundaries have been received.

Agenda: The Board considered the proposed Agenda for the District's special meeting. Following discussion, upon motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Agenda was approved, as presented.

Public Comment: None.

Resolution Establishing Regular Meeting Dates, Times and Location, and Designating Location for Posting 24-Hour Notices: The Board determined to hold regular meetings in 2024 at 1:00 p.m. on the third Thursday of each month virtually via Zoom. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board adopted the Resolution Establishing Regular Meeting Dates, Times and Location and Designating Location for Posting 24-Hour Notices.

Insurance Discussion:

Cyber Security and Increased Crime Coverage: The Board deferred the potential addition of cyber security and increased crime coverage for consideration by a committee to be appointed for same.

Insurance Committee: The Board authorized the committee, consisting of Director Hopper and Director Ferreira to review and finalize the District's insurance coverage for 2024.

Renewal of Insurance and Special District Association ("SDA") Membership for 2024: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board authorized the renewal of the District's insurance coverage and SDA membership for 2024.

Section 32-1-809, C.R.S., and direct staff regarding compliance for 2024 (Transparency Notice): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board directed staff to comply with Section 32-1-809, C.R.S., (Transparency Notice) for 2024.

**CONSENT
AGENDA**

The Board considered the following actions:

Approval of the October 19, 2023 Special Meeting Minutes

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Following discussion, upon motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved of the Consent Agenda item, as presented.

FINANCIAL MATTERS

Payment of Claims for Operating Costs: Following review and discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved payment of claims for operating costs, in the amount of \$80,584.25.

Cash Position Report dated September 30, 2023 updated as of November 8, 2023: Ms. Trujillo reviewed the Cash Position Report with the Board. Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote unanimously carried, the Board accepted the Cash Position Report dated September 30, 2023, updated as of November 8, 2023.

Public Hearing on Amendment to 2023 Budget: Director Hopper opened the public hearing to consider an amendment to the 2023 Budget.

It was noted that publication of Notice stating that the Board would consider amendment of the 2023 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

Following discussion, it was determined that an amendment to the 2023 Budget was not necessary.

Public Hearing on 2024 Budget: Director Hopper opened the public hearing to consider the proposed 2024 Budget and to discuss related issues.

It was noted that Notice stating that the Board would consider adoption of the 2024 Budget and the date, time and place of the public hearing was published pursuant to statute. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

Mr. Carroll reviewed the estimated 2023 expenditures and the proposed 2024 expenditures with the Board. Following discussion, upon motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board approved the 2024 Budget and adopted the Resolution to Adopt the 2024 Budget and Appropriate Sums of Money and the Resolution to Set Mill Levies (0.000 mills) and authorized execution of the Certification of Budget. The District Accountant was directed to transmit the Certification of Tax Levies to the Board of County Commissioners of Adams County in compliance with the deadline

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established pursuant to pending legislation. The District Accountant was directed to transmit the Certification of Budget to the Division of Local Government no later than January 31, 2024.

Authorize District Accountant to Prepare and Sign, and/or Appoint Board Member to Sign, the DLG-70 Certification of Tax Levies Form (“Certification”): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board authorized the District Accountant to prepare and sign the Certification and to transmit the Certification to the Board of County Commissioners of Adams County not later than the deadline established pursuant to pending legislation.

Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan: Following discussion, it was determined adoption of a Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan was not necessary.

Preparation of 2025 Budget: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board appointed the District accountant to prepare the 2025 Budget.

Engagement of Fiscal Focus Partners LLC to Perform the 2023 Audit: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved the engagement of Fiscal Focus Partners LLC to perform the 2023 Audit.

Special Districts Master Service Agreement(s) and Special Districts Preparation Statement(s) of Work (SOW) between the District and CliftonLarsonAllen LLP for 2024 Accounting and Management Services: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved the Special Districts Master Service Agreement(s) and Special Districts Preparation Statement(s) of Work (SOW) between the District and CliftonLarsonAllen LLP for 2024 Accounting and Management Services, subject to final review by District Counsel.

Recommendation to The Aurora Highlands Community Authority Board (“CAB”) for Acceptance of the CAB and District Engineer’s Report and Verification of Costs Associated with Public Improvements Draw No. 65 Engineer’s Report and Verification of Costs No. 43 prepared by Schedio Group LLC (“Engineer’s Report No. 43”): Director Hopper reviewed Engineer’s Report No. 43 with the Board. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board recommended acceptance of Engineer’s Report No. 43 to the CAB.

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Recommendation to the CAB for Acceptance of the CAB and District Engineer’s Report and Verification of Costs Associated with Public Improvements, In-Tract Improvements / In Tract Home Builder Expenses, Engineer’s Report and Verification of Costs No. 25 prepared by Schedio Group LLC (“Engineer’s In-Tract Report No. 25”): Director Hopper reviewed Engineer’s In-Tract Report No. 25 with the Board. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board recommended acceptance of Engineer’s In-Tract Report No. 25 to the CAB.

CAPITAL PROJECTS

Funding Sources and Payment: The Board acknowledged the following funding sources and payment in the total amount of \$7,500,165.87, subject to finalization of funding sources.

TAH CAB/Spine Costs	\$ 4,090,308.66
AH In-Tract Costs	\$ 1,532,504.71
AF ARTA	\$ 659,120.01
ARTA	\$ 1,139,755.73
AF ATEC Spine Costs	\$ 68,395.50
Developer	\$ 10,081.26
Total:	\$ 7,500,165.87

Task Order No. 07 to Master Service Agreement (“MSA”) for Project Support and Review Services by and between the District and AECOM Technical Services, Inc., for Interim Construction Management Services: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order No. 07 to MSA for Project Support and Review Services by and between the District and AECOM Technical Services, Inc., for Interim Construction Management Services**, in the amount of \$70,290.50, upon review and recommendation by the Construction Committee.

Task Order No. 04 to MSA for Landscape Maintenance Services by and between the District and BrightView Landscape Services, Inc. for Filing No. 18 Interim Maintenance Services: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order No. 04 to MSA for Landscape Maintenance Services by and between the District and BrightView Landscape Services, Inc. for Filing No. 18 Interim Maintenance Services**, in the amount of \$82,729.20, upon review and recommendation by the Construction Committee.

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Task Order No. 05 to MSA for Landscape Maintenance Services by and between the District and BrightView Landscape Services, Inc. for Filing Nos. 4 and 5, and Gas Line Easement Area Interim Maintenance Services:

Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Task Order No. 05 to MSA for Landscape Maintenance Services by and between the District and BrightView Landscape Services, Inc.** for Filing Nos. 4 and 5, and Gas Line Easement Area Interim Maintenance Services, in the amount of \$75,616.50, upon review and recommendation by the Construction Committee.

Change Order No. 10 to Work Order No. 20 to Construction Management Agreement (“CMAR”) by and between the District and JHL Constructors, Inc. for Eastbound TAH Pkwy Tree Lawn:

Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 10 to Work Order No. 20 to CMAR by and between the District and JHL Constructors, Inc.** for Eastbound TAH Pkwy Tree Lawn, in the amount of \$400,865.82, upon review and recommendation by the Construction Committee.

Change Order No. 11 to Work Order No. 20 to CMAR by and between the District and JHL Constructors, Inc. for Hydrant Extensions and Lowerings:

Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 11 to Work Order No. 20 to CMAR by and between the District and JHL Constructors, Inc.** for Hydrant Extensions and Lowerings, in the amount of \$17,641.25, upon review and recommendation by the Construction Committee.

Change Order No. 12 to Work Order No. 20 to CMAR by and between the District and JHL Constructors, Inc. for Removal of Landscaping at Monument 2B:

Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 12 to Work Order No. 20 to CMAR by and between the District and JHL Constructors, Inc.** for Removal of Landscaping at Monument 2B, in the deductive amount of (\$12,757.77), upon review and recommendation by the Construction Committee.

Change Order No. 06 to Task Order No. 04 to MSA for Civil Engineering Services by and between the District and Beam, Longest and Neff, LLC for I-70/Harvest Interchange Project (Continued Structural Design):

Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 06 to Task Order No. 04 to MSA for Civil Engineering Services by and between the District and Beam, Longest and Neff, LLC for I-70/Harvest Interchange Project (Continued Structural Design),** in the amount of \$89,120.00, upon review and recommendation by the Construction Committee.

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Change Order No. 01 to Work Order No. 05 to CMAR by and between the District and JHL Constructors, Inc., for Main Street (Repair Settled Concrete and Asphalt at Main Street): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 01 to Work Order No. 05 to CMAR** by and between the District and **JHL Constructors, Inc.**, for Main Street (Repair Settled Concrete and Asphalt at Main Street), in the amount of \$117,784.15, upon review and recommendation by the Construction Committee.

Change Order No. 04 to Work Order No. 14 to CMAR by and between the District and JHL Constructors, Inc., for Walls and Fence Installation Phases 1 and 2 (Site Wall and Fence Repair): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 04 to Work Order No. 14 to CMAR** by and between the District and **JHL Constructors, Inc.**, for Walls and Fence Installation Phases 1 and 2 (Site Wall and Fence Repair), in the amount of \$42,800.00, upon review and recommendation by the Construction Committee.

Change Order No. 22 to Work Order No. 19 to CMAR by and between the District and JHL Constructors, Inc., for Pulte/Richmond Landscaping and Gas Line Easement (Credit Remaining Landscape Maintenance): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 22 to Work Order No. 19 to CMAR** by and between the District and **JHL Constructors, Inc.**, for Pulte/Richmond Landscaping and Gas Line Easement (Credit Remaining Landscape Maintenance), in the deductive amount of (\$111,638.45), upon review and recommendation by the Construction Committee.

Change Order No. 23 to Work Order No. 19 to CMAR by and between the District and JHL Constructors, Inc., for Pulte/Richmond Landscaping and Gas Line Easement (Contingency Savings Split): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 23 to Work Order No. 19 to CMAR** by and between the District and **JHL Constructors, Inc.**, for Pulte/Richmond Landscaping and Gas Line Easement (Contingency Savings Split) in the deductive amount of (\$25,762.73), upon review and recommendation by the Construction Committee.

Change Order No. 02 to Work Order No. 22 to CMAR by and between the District and JHL Constructors, Inc., for Filing 9 Utilities Material Procurement (Allowance Return - 50/50 Split Unused Funds): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 02 to Work Order No. 22 to CMAR** by and between the District and **JHL**

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Constructors, Inc., for Filing 9 Utilities Material Procurement (Allowance Return - 50/50 Split Unused Funds) in the deductive amount of (\$44,987.18), upon review and recommendation by the Construction Committee.

Change Order No. 05 to Work Order No. 25 to CMAR by and between the District and JHL Constructors, Inc., for Filing 9 Utility Install (Credits and Over Excavation for New Turn Lanes): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 05 to Work Order No. 25 to CMAR** by and between the District and **JHL Constructors, Inc.**, for Filing 9 Utility Install (Credits and Over Excavation for New Turn Lanes), in the amount of \$155,026.31, upon review and recommendation by the Construction Committee.

Change Order No. 06 to Work Order No. 25 to CMAR by and between the District and JHL Constructors, Inc., for Filing 9 Utility Install (Storm Drainage Plan Changes ECCV and CBC): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 06 to Work Order No. 25 to CMAR** by and between the District and **JHL Constructors, Inc.**, for Filing 9 Utility Install (Storm Drainage Plan Changes ECCV and CBC), in the amount of \$170,684.59, upon review and recommendation by the Construction Committee.

Change Order No. 07 to Work Order No. 25 to CMAR by and between the District and JHL Constructors, Inc., for Filing 9 Utility Install (Credit Remaining Allowances): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 07 to Work Order No. 25 to CMAR** by and between the District and **JHL Constructors, Inc.**, for Filing 9 Utility Install (Credit Remaining Allowances), in the deductive amount of (\$49,784.84), upon review and recommendation by the Construction Committee.

Change Order No. 07 to Work Order No. 26 to CMAR by and between the District and JHL Constructors, Inc., for Consolidated Landscaping (Credit Landscape Maintenance): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 07 to Work Order No. 26 to CMAR** by and between the District and **JHL Constructors, Inc.**, for Consolidated Landscaping (Credit Landscape Maintenance), in the deductive amount of (\$511,116.13), upon review and recommendation by the Construction Committee.

Change Order No. 08 to Work Order No. 26 to CMAR by and between the District and JHL Constructors, Inc., for Consolidated Landscaping (Change Seed to Sod): Following discussion, upon a motion duly made by Director Hopper,

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seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 08 to Work Order No. 26 to CMAR** by and between the District and **JHL Constructors, Inc.**, for Consolidated Landscaping (Change Seed to Sod), in the amount of \$281,685.87, upon review and recommendation by the Construction Committee.

Change Order No. 09 to Work Order No. 26 to CMAR by and between the District and JHL Constructors, Inc., for Consolidated Landscaping (Change Seed to Sod at CSP-02 & Filing 8): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 09 to Work Order No. 26 to CMAR** by and between the District and **JHL Constructors, Inc.**, for Consolidated Landscaping (Change Seed to Sod at CSP-02 & Filing 8), in the amount of \$25,396.00, upon review and recommendation by the Construction Committee.

Change Order No. 10 to Work Order No. 26 to CMAR by and between the District and JHL Constructors, Inc., for Consolidated Landscaping (Filing 10 and 11 Premium Overtime Allowance): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 10 to Work Order No. 26 to CMAR** by and between the District and **JHL Constructors, Inc.**, for Consolidated Landscaping (Filing 10 and 11 Premium Overtime Allowance), in the amount of \$132,205.00, upon review and recommendation by the Construction Committee.

Change Order No. 03 to Work Order No. 27 to CMAR by and between the District and JHL Constructors, Inc., for Filing 9 Roadway and Drainage Channel (Electrical, Asphalt Paving and Signage/Striping Plan Changes): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 03 to Work Order No. 27 to CMAR** by and between the District and **JHL Constructors, Inc.**, for Filing 9 Roadway and Drainage Channel (Electrical, Asphalt Paving and Signage/Striping Plan Changes), in the amount of \$397,533.25, upon review and recommendation by the Construction Committee.

Change Order No. 20 to Work Order No. 28 to CMAR by and between the District and JHL Constructors, Inc., for Filing 18 Park (Weather Protection): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 20 to Work Order No. 28 to CMAR** by and between the District and **JHL Constructors, Inc.**, for Filing 18 Park (Weather Protection), in the amount of \$63,721.80, upon review and recommendation by the Construction Committee.

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Change Order No. 21 to Work Order No. 28 to CMAR by and between the District and JHL Constructors, Inc., for Filing 18 Park (Savings Split – Unused Plug Numbers): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 21 to Work Order No. 28 to CMAR** by and between the District and **JHL Constructors, Inc.**, for Filing 18 Park (Savings Split – Unused Plug Numbers), in the deductive amount of (\$109,343.66), upon review and recommendation by the Construction Committee.

Change Order No. 22 to Work Order No. 28 to CMAR by and between the District and JHL Constructors, Inc., for Filing 18 Park (Credit Remaining Shade Structure Allowance): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 22 to Work Order No. 28 to CMAR** by and between the District and **JHL Constructors, Inc.**, for Filing 18 Park (Credit Remaining Shade Structure Allowance), in the deductive amount of (\$23,292.87), upon review and recommendation by the Construction Committee.

Change Order No. 23 to Work Order No. 28 to CMAR by and between the District and JHL Constructors, Inc., for Filing 18 Park (Savings Split Contingency): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board approved **Change Order No. 23 to Work Order No. 28 to CMAR** by and between the District and **JHL Constructors, Inc.**, for Filing 18 Park (Savings Split Contingency), in the deductive amount of (\$6,894.08), upon review and recommendation by the Construction Committee.

LEGAL MATTERS

Resolution Amending Policy on Colorado Open Records Act Requests: Attorney Hoistad reviewed the Resolution with the Board. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Sheldon and, upon vote unanimously carried, the Board adopted the Resolution Amending Policy on Colorado Open Records Act Requests.

ARTA MATTERS

None.

OTHER BUSINESS

None.

EXECUTIVE SESSION


None.

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ADJOURNMENT

There being no further items before the Board, upon motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote unanimously carried, the Board adjourned the meeting.

Respectfully submitted,

By  _____
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Secretary for the Meeting